

AGNICO-EAGLE MINES LIMITED
HEALTH, SAFETY AND ENVIRONMENT
COMMITTEE CHARTER

This Charter shall govern the activities of the health, safety and environment committee (the "Health, Safety and Environment Committee") of the board of directors (the "Board of Directors") of Agnico-Eagle Mines Limited (the "Corporation").

I. PURPOSE OF THE HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

The Health, Safety and Environment Committee (the "Committee") shall advise and make recommendations to the Board of Directors in its oversight role with respect to: (a) monitoring and reviewing health, safety and environmental policies, principles, practices and processes; (b) overseeing health, safety and environmental performance; and (c) monitoring and reviewing current and future regulatory issues relating to health, safety and the environment.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this charter.

II. COMPOSITION

The Health, Safety and Environment Committee shall be comprised of a minimum of three directors, a majority of whom shall be unrelated and independent as determined by the Board of Directors in accordance with the applicable requirements of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities. (See Schedule A for current requirements.)

The members of the Health, Safety and Environment Committee shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors after a meeting of the shareholders at which directors are elected and each member shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member is removed from the Committee by the Board of Directors. The Board of Directors shall designate one member of the Health, Safety and Environment Committee as the chair of the Health, Safety and Environment Committee (the "Chair"), but if it fails to do so, then the members of the Health, Safety and Environment Committee may designate the Chair by a majority vote of the full Health, Safety and Environment Committee membership.

III. MEETINGS

The Health, Safety and Environment Committee shall meet at least twice annually and more frequently as desired or required. The Health, Safety and Environment Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of Members of the Health, Safety and Environment Committee participating in any meeting of the Health, Safety and Environment Committee shall be sufficient for the adoption of any resolution.

IV. COMMITTEE RESPONSIBILITIES AND DUTIES

The Health, Safety and Environment Committee's primary responsibilities are to:

1. review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board of Directors;
2. review and monitor the health, safety and environment policies and activities of the Corporation on behalf of the Board to ensure that the Corporation is in compliance with appropriate laws and legislation;
3. review monthly health, safety and environmental reports;
4. review an annual report by management on health, safety and environmental issues;
5. encourage, assist, support and counsel management in developing short and long term policies and standards to ensure that the principles set out in the health, safety and environment policies are being adhered to and achieved;
6. periodically review health, safety and environment response compliance issues and incidents to determine, on behalf of the Board, that the Corporation is taking all necessary action in respect of those matters and that the Corporation has been duly diligent in carrying out its responsibilities and activities in that regard;
7. review results of operational, health, safety and environment audits and management's activities to maintain appropriate internal and external health, safety and environmental audits;
8. identify the principle areas of health, safety and environment risks and impacts and provide that sufficient resources are allocated to address these;
9. keep the Corporation's directors abreast of their duties and responsibilities related to the scope of the Committee;
10. make periodic visits, as individual members or as the Committee, to corporate locations in order to become familiar with the nature of the operations, and to

review relevant objectives, procedures and performance with respect to health, safety and environment matters;

11. investigate, or cause to be investigated, any extraordinary negative health, safety and environment performance where appropriate.
12. report to the Board of Directors following each meeting of the Committee and at such other times as the Board of Directors may consider appropriate; and
13. exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

SCHEDULE A

Unrelated Director

Under the proposed amendments to the Toronto Stock Exchange rules, "unrelated director" means a director who is:

- (a) not a member of management and is free from any interest and any business, family or other relationship which could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the issuer, other than interests and relationships arising solely from holdings in the issuer;
- (b) not currently, or has not been within the last three years, an officer, employee of or material service provider to the issuer or any of its subsidiaries or affiliates; and
- (c) not a director (or similarly situated individual) officer, employee or significant shareholder of an entity that has a material business relationship with the issuer.

The Toronto Stock Exchange does not consider a chair or vice chair of the board of directors who is not a member a management to be a related director.

Independent Director

Under the New York Stock Exchange rules, the following requirements must be met to qualify as an "Independent Director":

- (a) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must disclose these determinations.
- (b) In addition:
 - (i) A director who is an employee, or whose immediate family member is an executive officer, of the company is not independent until three years after the end of such employment relationship.
 - (ii) A director who receives, or whose immediate family member receives, more than \$100,000 per year in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent until three years after he or she ceases to receive more than \$100,000 per year in such compensation.

- (iii) A director who is affiliated with or employed by, or whose immediate family member is affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the company is not "independent" until three years after the end of the affiliation or the employment or auditing relationship.
- (iv) A director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the listed company's present executives serve on that company's compensation committee is not "independent" until three years after the end of such service or the employment relationship.
- (v) A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the listed company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues, is not "independent" until three years after falling below such threshold.